

N96000002447

RUSKIN PLACE ARTISTS' GUILD, INC.
P.O. BOX 4908
SANTA ROSA BEACH, FL 32459

April 29, 1996

Secretary of State
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ATTN: Corporations Not For Profit (New Filing)

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To Whom It May Concern:

This letter is written as a request for the filing of the Articles of Incorporation for a new corporation not for profit, with a certified copy of this document returned to us:

NEW CORPORATION NAME:
Ruskin Place Artists' Guild, Inc.

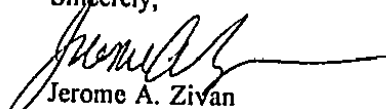
Filing Fees =	\$ 70.00
Certified Copy =	52.50
Certificate of Status =	<u>8.75</u>
Total Fee	\$ 131.25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -3 AM 11:50

Enclosed is a check in the amount of \$131.25 to cover the costs incurred in filing this document, returning to us a certified copy and a certificate of good status.

Thank you for your help. If you should have any questions regarding this request please do not hesitate to call me at (904) 897-6430.

Sincerely,


Jerome A. Zivan
Registered Agent

JAZ/jv
Enclosures

cf 5/8/96

EFFECTIVE DATE

4/29/96

ARTICLES OF INCORPORATION

OF

RUSKIN PLACE ARTISTS' GUILD, INC.

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The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, adopt the following Articles of Incorporation.

ARTICLE I
NAME

Section 1.1 - Name The name of this corporation shall be the Ruskin Place Artists' Guild, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

Section 2.1 - Principal Office and Mailing Address. The address of the principal office of this Corporation shall be 210 Ruskin Place, Sensitive, FL. The mailing address is P.O. Box 4908, Santa Rosa Beach, FL 32459.

ARTICLE III
MEMBERS

Section 3.1 - Members. This Corporation shall have members. The qualifications for, manner of admission of, and voting and other rights of members shall be set forth in the Bylaws of the Corporation.

ARTICLE IV
INITIAL REGISTERED AGENT AND OFFICE

Section 4.1 - Initial Registered Agent and Office. The address of the initial registered office of this corporation is: 4540 Highway 20 East, Niceville, FL 32578 and the corporation's registered agent at that address is Jerome A. Zivan.

ARTICLE V
INCORPORATOR

Section 5.1 - Incorporator. The name and street address of the incorporator of this Corporation is:

Jerome A. Zivan
4540 Highway 20 East
Niceville, FL 32578

ARTICLE VI
DURATION

Section 6.1 - Duration. This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed with the Department of State of the State of Florida within five (5) days after they are executed, corporate existence shall commence upon filing with the Department of State.

ARTICLE VII
PURPOSE AND POWERS OF THE CORPORATION

Section 7.1 - Purpose and Powers of the Corporation. This Corporation does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to promote the common interests of its members and the Ruskin Place community and to promote culture and the arts for the benefit and enjoyment of the Seaside and greater South Walton communities.

In carrying out its purposes, the Corporation shall have the power to levy fees or charges payable to the Corporation pursuant to the terms of the Bylaws; to set the terms and conditions for membership; and to pay all expenses incident to the conduct of the business of the Corporation.

In addition, the Corporation shall have and may exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE VIII DIRECTORS

Section 8.1 - Number. This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time-to-time as provided in the Bylaws, but shall never be less than three (3). Directors shall be elected in the manner provided in the Bylaws.

Section 8.2 - Initial Directors. The names and addresses of the initial directors of the Corporation are:

Penny Dragonette
210 Ruskin Place
Santa Rosa Beach, FL

David DeGregorio
206 Ruskin Place
Santa Rosa Beach, FL

Jacquenne M. Parks
306 Ruskin Place
Santa Rosa Beach, FL

ARTICLE IX BYLAWS

Section 9.1 - Bylaws. The initial Bylaws of this Corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time-to-time by the Board of Directors, or otherwise as provided for in said Bylaws.

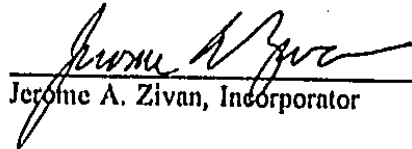
ARTICLE X INDEMNIFICATION

Section 10.1 - Indemnification. Every director and every officer of the Corporation shall be indemnified by the Corporation to the full extent permitted under applicable Florida Statutes against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved, by reason of his/her being or having been a director or officer of the Corporation, whether or not he/she is a director or officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XI
AMENDMENTS

Section 11.1 - Amendments. Amendment of these Articles may be proposed by the Board of Directors and adoption of any such amendment shall require approval of two-thirds (66.7%) of all members.

IN WITNESS WHEREOF, the incorporators have executed these Articles of Incorporation the 29th day of April, 1993.



Jerome A. Zivan, Incorporator


CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

RUSKIN PLACE ARTISTS' GUILD, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates Jerome A. Zivan as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be: 4540 Highway 20 East, Niceville, FL 32578.

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 29th day of April, 1993.


Jerome A. Zivan

ruskin.art

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